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February 14, 2019

Via Electronic Filing

Honorable Noel L. Hillman
Mitchell H. Cohen Building & U.S. Courthouse
4th & Cooper Streets
Camden, NJ 08101

**Re: Rastelli Partners, LLC, et al. v. FOFBakers Holding Company, LLC, et al.
Case No. 1:19-cv-05124-NLH-JS**

Dear Judge Hillman:

As the Court is aware, scheduled for tomorrow is the Plaintiffs' Order to Show Cause seeking certain interim relief. I enclose herewith Plaintiffs' proposed form of Order that was submitted in connection with the State Court pleadings. I discussed this matter with my client and my client's local counsel in Ohio, and we have no objection to entry of this Order. As such, I do not believe that a hearing on the Plaintiffs' application is necessary tomorrow.

The Plaintiffs' papers submitted in support of this application also reference to a proposed business transaction. I do want to advise the Court that the Defendants reserve the right to file certain motion practice with this Court relating to that issue, but that motion may be unnecessary subject to further events. In any event, I want to alert the Court to this possibility and potential need for further relief from the Court.

In the interim, if the Court has any questions or concerns regarding this matter, please do not hesitate to contact me.

Respectfully yours,

LAULETTA BIRNBAUM, LLC

By: A handwritten signature in blue ink, appearing to read 'GL' over a horizontal line.

Gregory A. Lomax

GAL:vm
Enclosure

cc: David R. Dahan, Esquire (via electronic filing)
Benjamin Levin, Esquire (via email)
Gavin P. Lentz, Esquire (via electronic filing)
Edward J. Heben, Jr., Esquire (via email)
Sarah Cohen, Esquire (via email)

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| RASTELLI PARTNERS, LLC and RAYMOND | : | SUPERIOR COURT OF NEW JERSEY GLOUCESTER COUNTY CHANCERY DIVISION |
| M. RASTELLI, JR., | : | |
| Plaintiffs, | : | |
| vs. | : | |
| FOFBAKERS HOLDING COMPANY, LLC and | : | |
| JAMES A. BAKER a/k/a AL BAKER, | : | |
| Individually, | : | |
| Defendants. | : | |
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THIS MATTER has been opened by the Court by David R. Dahan, Esquire, counsel for Plaintiffs, Attorneys for Plaintiffs, Rastelli Partners, LLC and Raymond M. Rastelli, Jr. (“Plaintiffs”), seeking interim temporary restraints and injunctive relief on the return date set forth below pursuant to R. 4:52, based upon the facts set forth in the Verified Complaint and brief filed herewith; and it appearing that the Defendants have notice of this application; and for good cause shown;

IT IS on this _____ day of _____, 2018, ORDERED that, Defendants, FOFBakers Holding Co., LLC and Al Baker (“Baker”) (collectively the “Defendants”) shall appear and show cause before the Superior Court at the Gloucester County Courthouse in Woodbury, New Jersey, at _____ o’clock in the _____ noon or as soon thereafter as counsel can be heard, on the _____ day of _____, 2019, why an Order for preliminary injunctive relief should not be issued as follows:

A. Compelling Baker to timely participate in good faith in all duly called meetings of the Managers in accordance with the operating agreement for FOFBakers, LLC (“Company”);

B. Compelling Defendants to timely participate in good faith in all duly called meetings of the Members in accordance with the operating agreement for the Company;

C. Compelling Defendants to immediately participate in mediation in accordance with Article 12 of the operating agreement for the Company to address, among other things, approval of the 2019 operating budget;

D. Compelling Baker to immediately participate in arbitration in accordance with Section 4.1(g) of the operating agreement for the Company to address, among other things, approval of initial preliminary pricing for a major international franchise chain and the continued use of the Company’s sourcing of pork product; and

E. Granting such other relief as the court deems equitable and just.

And it is further **ORDERED** that pending the return date herein, the Defendants are temporarily enjoined and restrained from:

A. Refusing to timely participate in good faith in all duly called meetings of the Managers in accordance with the operating agreement for the Company;

B. Refusing to timely participate in good faith in all duly called meetings of the Members in accordance with the operating agreement for the Company;

C. Refusing to immediately participate in mediation in accordance with Article 12 of the operating agreement for the Company to address, among other things, approval of the 2019 operating budget; and

D. Refusing to immediately participate in arbitration in accordance with Section 4.1(g) of the operating agreement for the Company to address, among other things, approval of initial preliminary pricing for a major international franchise chain and the continued use of the Company’s sourcing of pork product.

And it is further **ORDERED** that:

1. The Defendants may move to dissolve or modify the temporary restraints herein contained on two (2) days notice to the Plaintiffs’ attorney.

2. A copy of this Order to Show Cause, Verified Complaint, legal memorandum and any supporting exhibits, affidavits or certifications submitted in support of this application be

served upon the Defendants by personal service or overnight courier within _____ days of the date hereof, in accordance with R. 4:4-3 and R. 4:4-4, this being original process.

3. Plaintiffs shall file with the Court its proof of service of the pleadings on the Defendants no later than three (3) days before the return date.

4. Defendants shall file and serve a written response to this Order to Show Cause and the request for entry of injunctive relief together with Proof of Service by _____, 2019. The original documents must be filed with the Clerk of the Superior Court in the county listed above. A directory of these offices is available in the Civil Division Management Office in the county listed above and online at http://www.judiciary.state.nj.us/prose/10153_deptyclerklawref.pdf. You must send a copy of your opposition papers directly to Judge _____, whose address is _____, New Jersey. You must also send a copy of your opposition papers to the Plaintiffs' attorney whose name and address appears above. A telephone call will not protect your rights; you must file your opposition and pay the required fee and serve your opposition on your adversary, if you want the Court to hear your opposition to the injunctive relief that Plaintiffs are seeking.

5. Plaintiffs must file and serve any written reply to the Defendants' opposition to the Order to Show Cause, if any, by _____, 2019. The reply papers must be filed with the Clerk of the Superior Court in the county listed above and a copy of the reply papers must be sent directly to the chambers of Judge _____.

6. If the Defendants do not file and serve opposition to this Order to Show Cause, the application will be decided on the papers on the return date and relief may be granted by

default, provided that Plaintiffs files a Proof of Service and a proposed form of Order at least three days prior to the return date.

7. If Plaintiffs have not already done so, or if otherwise requested by the Court, a proposed form of Order addressing the relief sought on the return date (along with a self-addressed return envelope with return address and postage) must be submitted to the Court no later than three (3) days before the return date.

8. The Defendants shall take notice that Plaintiffs have filed a lawsuit against the Defendants in the Superior Court of New Jersey. The Verified Complaint attached to this Order to Show Cause states the basis of the lawsuit. If the Defendants dispute this Complaint, they must file a written Answer to the Complaint and Proof of Service within 35 days from the day of service of this Order to Show Cause; not counting the day the Complaint was received.

9. These documents must be filed with the Clerk of the Superior Court in the county listed above. A directory of these offices is available in the Civil Division Management Office in the county listed above and online at http://www.judiciary.state.nj.us/prose/10153_deptyclerklawref.pdf. Include a \$175 filing fee payable to the “Treasurer State of New Jersey.” You must also send a copy of your Answer to Plaintiffs’ attorney whose name and address appear above. A telephone call will not protect your rights; you must file and serve your Answer (with the fee) or judgment may be entered against you by default. Please note: Opposition to the order to show cause is not an Answer and you must file both. Please note further: If you do not file and serve an Answer within 35 days of this Order, the court may enter a default against you for the relief Plaintiffs demand.

10. If you cannot afford an attorney, you may call the Legal Services office in the county in which you live or the Legal Services of New Jersey Statewide Hotline at 1-888-LSNJ-

LAW (1-888-576-5529). If you do not have an attorney and are not eligible for free legal assistance you may obtain a referral to an attorney by calling one of the Lawyer Referral Services. A directory with contact information for local Legal Services Offices and Lawyer Referral Services is available in the Civil Division Management Office in the county listed above and online at http://www.judiciary.state.nj.us/prose/10153_deptyclerklawref.pdf.

11. The Court will entertain argument, but not testimony, on the return date of the order to show cause, unless the court and parties are advised to the contrary no later than _____ days before the return date.

J.S.C.